

EXHIBIT 10
TO
FSCLE OBJECTION TO THE MOTION TO CONVERT
CHAPTER 7 CASE TO CHAPTER 11

GOODMAN NETWORKS INCORPORATED

**WRITTEN CONSENT OF THE
VOTING SHAREHOLDERS IN LIEU OF A MEETING**

Dated as of December 12, 2022

The undersigned shareholders, holding a majority of the issued and outstanding shares of common stock entitled to vote (the "Voting Shareholders") of Goodman Networks Incorporated, a Texas corporation (the "Corporation"), in accordance with the terms of Title 2 of the Texas Business Organizations Code (as amended, the "TBOC"), the Corporation's Third Amended, and Restated Bylaws (as may have been amended or otherwise supplemented, the "Bylaws"), and the terms of that Seventh Amended and Restated Shareholders' Agreement of the Corporation dated as of June 1, 2020 (as may have been amended or otherwise supplemented, the "Shareholders' Agreement"), hereby take the following actions by written consent in lieu of a special meeting, and direct that these actions be filed with the records of the Corporation:

WHEREAS, certain creditors of the Corporation filed that certain Involuntary Chapter 7 case against the Corporation, Case No. 22-31641-mvl7 in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court"), and

WHEREAS, in the judgment of the Voting Shareholders of the Corporation, it is desirable and in the best interests of the Corporation and its wholly-owned subsidiaries, Goodman Networks Services, LLC, a Texas limited liability company, GNET ATC, LLC, a Texas limited liability company, and Multiband Field Services, Incorporated, a Texas corporation (collectively, the "Subsidiaries"), the creditors of the Corporation and the Subsidiaries, and other interested parties, that the Involuntary Chapter 7 petition be converted to a voluntary petition (the "Voluntary Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and the Voting Shareholders are authorized to sign and file such petition (the "Voluntary Bankruptcy Case").

NOW THEREFORE, BE IT RESOLVED, that the Voting Shareholders hereby authorize the filing of the Voluntary Chapter 11 Petition in the Bankruptcy Court and the conversion of the Involuntary Chapter 7 case to a Voluntary Bankruptcy Case and further authorize the filing of Voluntary Chapter 11 Petitions on behalf of each of the Subsidiaries.

FURTHER RESOLVED, that the Voting Shareholders hereby retain Russell Nelms as an independent director for the Corporation (the "Independent Director").

FURTHER RESOLVED, the Independent Director shall, acting alone in each case, and without the necessity of any other action or approval of the Voting Shareholders or any other person, have such power and authority in the name and on behalf of the Corporation, to make or cause to be made, and to execute and deliver, all such agreements, documents, instruments and certifications, and to do or cause to be done all such acts and things, and to take all such steps, as he may at any time or times deem advisable, expedient, convenient, necessary, or proper for and on behalf of the Corporation and/or the Subsidiaries in connection with or related to the Voluntary Bankruptcy Case.

FURTHER RESOLVED, and without limiting the generality of the foregoing, the Independent Director, or his designee to include John Goodman, be and is hereby authorized, on behalf of and in the name of the Corporation and/or the Subsidiaries, to execute and file schedules, lists and other papers and to take any and all actions which he may deem necessary or proper in connection with Involuntary Bankruptcy Case, the Voluntary Bankruptcy Case and the Subsidiaries voluntary bankruptcy cases.

FURTHER RESOLVED, that the authority of John Goodman granted pursuant to the terms of that certain consulting agreement, shall continue in full force and effect in accordance with the terms thereof.

FURTHER RESOLVED, that the law firm of Akerman LLP be, and hereby is, employed under a general retainer as attorneys for the Corporation and the Subsidiaries in the Voluntary Bankruptcy Case as bankruptcy and general corporate counsel and for all other relevant purposes.

FURTHER RESOLVED, that Lain Faulkner & Company be, and hereby is, employed under a general retainer as financial advisors for the Corporation and the Subsidiaries in the Voluntary Bankruptcy Case and for all relevant purposes.

FURTHER RESOLVED, that the Independent Director be, and hereby is, authorized and empowered on behalf of and in the name of the Corporation and the Subsidiaries, to retain and employ other attorneys, accountants, restructuring professionals, financial advisors and other professionals to assist the Corporation and the Subsidiaries in connection with the Voluntary Bankruptcy Case and the Subsidiaries bankruptcy cases on such terms as are deemed necessary, proper or desirable.

FURTHER RESOLVED, that the Independent Director be, and is hereby authorized and empowered, without the necessity of any other action or approval of the Voting Shareholders or any other person, to cause the Corporation and/or the Subsidiaries to enter into, execute, deliver, certify, file, record and/or perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and all such other documents and take all such actions as are, in his judgment, necessary, proper or desirable to prosecute the Involuntary Bankruptcy Case and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority to effectuate the same to be evidenced by the taking of such action.

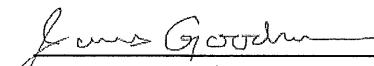
FURTHER RESOLVED, that any and all actions heretofore taken by the officers, directors or representatives of the Corporation and/or the Subsidiaries in the name of and on behalf of the Corporation or the Subsidiaries, in furtherance of the Involuntary Chapter 7 case and/or the Voluntary Chapter 11 Petition or the Subsidiaries voluntary bankruptcy cases be, and the same hereby are, ratified, approved, and adopted.

FURTHER RESOLVED, that this Written Consent may be executed in counterparts and by facsimile and other electronic means including .pdf, each of which shall be deemed an original and

an effective execution of this Written Consent, and all of which together shall constitute one Written Consent.

[Signatures Appear On Following Pages]

IN WITNESS WHEREOF, the undersigned Voting Shareholders have executed this Written Consent as of the date set forth above.



James E. Goodman, Voting Shareholder

Joseph M. Goodman, Voting Shareholder

Jonathan E. Goodman, Voting Shareholder

Jason A. Goodman, Voting Shareholder

GOODMAN MBE GROUP LP, as Voting Shareholder

By: Goodman MBE GP LLC, as General Partner

By: _____
Name: Jody Goodman
Title: Shareholder

IN WITNESS WHEREOF, the undersigned Voting Shareholders have executed this Written Consent as of the date set forth above.

James E. Goodman, Voting Shareholder



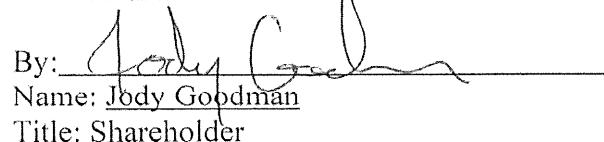
Joseph M. Goodman, Voting Shareholder

Jonathan E. Goodman, Voting Shareholder

Jason A. Goodman, Voting Shareholder

GOODMAN MBE GROUP LP, as Voting Shareholder

By: Goodman MBE GP LLC, as General Partner

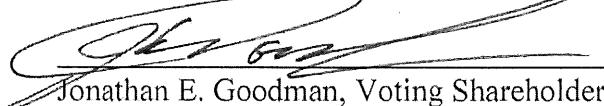
By: 

Name: Jody Goodman
Title: Shareholder

IN WITNESS WHEREOF, the undersigned Voting Shareholders have executed this Written Consent as of the date set forth above.

James E. Goodman, Voting Shareholder

Joseph M. Goodman, Voting Shareholder



Jonathan E. Goodman, Voting Shareholder

Jason A. Goodman, Voting Shareholder

GOODMAN MBE GROUP LP, as Voting Shareholder

By: Goodman MBE GP LLC, as General Partner

By: _____
Name: Jody Goodman
Title: Shareholder

IN WITNESS WHEREOF, the undersigned Voting Shareholders have executed this
Written Consent as of the date set forth above.

James E. Goodman, Voting Shareholder

Joseph M. Goodman, Voting Shareholder

Jonathan E. Goodman, Voting Shareholder



Jason A. Goodman, Voting Shareholder

GOODMAN MBE GROUP LP, as Voting
Shareholder

By: Goodman MBE GP LLC, as General
Partner

By: _____
Name: Jody Goodman
Title: Shareholder